

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address RON BENDER (SBN 143364) EVE H.KARASIK (SBN 155356) JACQUELINE L. JAMES (SBN 198838) LINDSEY L.SMITH (SBN 265401) RB@LNBYB.com, EHK@LNBYB.com; JLJ@LNBYB.com; LLS@LNBYB.com LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. 10250 Constellation Boulevard, Suite 1700 Los Angeles, California 90067 <input type="checkbox"/> Individual appearing without attorney <input checked="" type="checkbox"/> Attorney for: Debtors	FOR COURT USE ONLY
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**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA - LOS ANGELES DIVISION**

In re: ASSOCIATED THIRD PARTY ADMINISTRATORS and ALLIED FUND ADMINISTRATORS, LLC Debtor(s).	CASE NO.: 2:16-bk-23679-SK CHAPTER: 11 <p style="text-align: center;">NOTICE OF SALE OF ESTATE PROPERTY</p>
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Sale Date: 11/16/2016	Time: 9:00 am
Location: United States Bankruptcy Court, 255 E. Temple Street, Courtroom 1575, Los Angeles, CA	

Type of Sale: Public Private **Last date to file objections:** 11/02/2016

Description of property to be sold:

The Acquired Assets consist primarily of the Debtors' contracts with their clients, intellectual property, information technology contracts, real property lease and other contracts, receivables, computers and servers, equipment, furniture, furnishings, inventory, supplies, certain causes of action (including certain bankruptcy avoidance actions), and deposits and prepaid amounts. The APA also provides a definition of Excluded Assets.

Terms and conditions of sale:

The APA provides that the purchase price for the APA will be \$2.5 million and that the Debtors will pay all cure costs, which can be paid from sale proceeds. The sale order will provide that the sale is free and clear of all liens, claims, encumbrances and interests pursuant to Bankruptcy Code section 363(f). There is a specific form of order attached to the APA. The APA provides for a \$100,000 break up fee and \$150,000 expense reimbursement.

Proposed sale price: \$ 2,500,000.00

This form is mandatory. It has been approved for use in the United States Bankruptcy Court for the Central District of California.

Overbid procedure (if any): .

Overbid procedures have not been established.

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

November 16, 2016 at 9:00 a.m.
United States Bankruptcy Court, Central District of California, Los Angeles Division
Courtroom 1575
255 E. Temple Street
Los Angeles, California

Contact person for potential bidders (include name, address, telephone, fax and/or email address):

Stout Risius Ross -- 10100 Santa Monica Blvd., Suite 975, Los Angeles, CA 90067 (Attn: Gregory P. Range), Email:
grange@srr.com, Tel: 310.775.2510

Date: 10/24/2016

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is 10250 Constellation Boulevard, Suite 1700, Los Angeles, California 90067

A true and correct copy of the foregoing document entitled **NOTICE OF SALE OF ESTATE PROPERTY** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On **October 24, 2016**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

Todd M Arnold on behalf of Debtor Associated Third Party Administrators
tma@lnbyb.com

Ron Bender on behalf of Debtor Allied Fund Administrators LLC
rb@lnbyb.com

Ron Bender on behalf of Debtor Associated Third Party Administrators
rb@lnbyb.com

Jonathan R Doolittle on behalf of Interested Party Western States Office and Professional Employees Pension Fund and Board of Trustees of Western States Office and Professional Employees Pension Fund
jdoolittle@reedsmith.com, rpelusi@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Jamie P Dreher on behalf of Creditor CAMOFI Master LDC and CAMHZN Master LDC
jdreher@downeybrand.com, mfrazier@downeybrand.com;courtfilings@downeybrand.com

Jamie P Dreher on behalf of Interested Party Courtesy NEF
jdreher@downeybrand.com, mfrazier@downeybrand.com;courtfilings@downeybrand.com

Edward M Fox on behalf of Creditor New House Administrators, LLC
emfox@seyfarth.com

Edward M Fox on behalf of Debtor Associated Third Party Administrators
emfox@seyfarth.com

Michael I Gottfried on behalf of Interested Party Courtesy NEF
mgottfried@lgbfirm.com,
kalandy@lgbfirm.com;cboyias@lgbfirm.com;srichmond@lgbfirm.com;sdeiches@lgbfirm.com;mmocciaro@lgbfirm.com

Jacqueline L James on behalf of Debtor Allied Fund Administrators LLC
jlj@lnbyb.com

Jacqueline L James on behalf of Debtor Associated Third Party Administrators
jlj@lnbyb.com

Gary M Kaplan on behalf of Interested Party Trustees of the Operating Engineers Trust Funds and Other Operating Engineers Entities
gkaplan@fbm.com

1 Eve H Karasik on behalf of Debtor Allied Fund Administrators LLC
2 ehk@lnbyb.com

3 Eve H Karasik on behalf of Debtor Associated Third Party Administrators
4 ehk@lnbyb.com

4 Jeffrey S Kwong on behalf of Debtor Allied Fund Administrators LLC
5 jsk@lnbyb.com, jsk@ecf.inforuptcy.com

6 Jeffrey S Kwong on behalf of Debtor Associated Third Party Administrators
7 jsk@lnbyb.com, jsk@ecf.inforuptcy.com

7 Dare Law on behalf of U.S. Trustee United States Trustee (LA)
8 dare.law@usdoj.gov, ron.maroko@usdoj.gov

9 Elan S Levey on behalf of Creditor Pension Benefit Guaranty Corporation
10 elan.levey@usdoj.gov, louis.lin@usdoj.gov

10 Lindsey L Smith on behalf of Debtor Allied Fund Administrators LLC
11 lls@lnbyb.com, lls@ecf.inforuptcy.com

11 Lindsey L Smith on behalf of Debtor Associated Third Party Administrators
12 lls@lnbyb.com, lls@ecf.inforuptcy.com

13 United States Trustee (LA)
14 ustpregion16.la.ecf@usdoj.gov

14 **2. SERVED BY UNITED STATES MAIL:** On **October 24, 2016**, I served the following persons and/or
15 entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true
16 and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and
17 addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be
18 completed no later than 24 hours after the document is filed.

17 *Service information continued on attached page*

18 **3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR**
19 **EMAIL** (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR,
20 on **October 24, 2016**, I served the following persons and/or entities by personal delivery, overnight mail
21 service, or (for those who consented in writing to such service method), by facsimile transmission and/or
22 email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight
23 mail to, the judge will be completed no later than 24 hours after the document is filed.

22 **SERVED BY PERSONAL DELIVERY**

22 Hon. Sandra R. Klein
23 United States Bankruptcy Court
24 Edward R. Roybal Federal Building and Courthouse
25 255 E. Temple Street, Suite 1582 / Courtroom 1575
26 Los Angeles, CA 90012

25 *Service information continued on attached page*

26 I declare under penalty of perjury under the laws of the United States of America that the foregoing is
27 true and correct.

27 **October 24, 2016** John Berwick /s/ John Berwick
28 *Date Type Name Signature*